

APR 26 '07

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SURFACE TRANSPORTATION BOARD

April 25, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 866616/005 Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 05/04/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:
Bunge North America Inc.
11720 Borman Drive
St. Louis, MO 63146

Lessor:

The CIT Group/Equipment Financing, Inc. 30 S Wacker Drive, Suite 3000 Chicago, IL 60616

Thank you for your assistance in this matter. Sincerely,

April O'Shea 1-800-995-5071 ext. 3813 Motor Vehicle Specialist

MEMORANDUM OF LEASE AMENDMENT

THIS MEMORANDUM OF LEASE dated as of this _____ day of Mch, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive Suite 3000, Chicago, II 60616 (the "Lessor") and, Bunge North America, Inc., a New York corporation, with an address at 11720 Borman Drive, St. Louis, MO 63146-1000 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into an amendment to Schedule No. 12 dated May 24, 2004 between Lessor and Lessee dated as of _______covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Master Railcar Lease originally dated as of September 26, 2001 (the "Lease"); pursuant to a Memorandum of Lease filed with the Surface Transportation Board on October 24, 2001 as recordation number 23720.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Amendment, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Amendment, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

RECORDATION NO. 23720 OFILE

THE CIT GROUP/EQUIPMENT FINANCING, INC.

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Name:

SENION WE PRESIDENT

SURFACE TRANSPORTATION BOARD

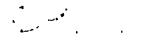
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BUNGE NORTH AMERICA, INC.

By: _/ Name: __ Title:

Vice Procident

Transportation Commodities Group



Schedule A

CEFX